

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 118538



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

business trust

1. The name of the corporation is Donlen Trust

2. It is incorporated under the laws of Delaware, under the Delaware Business Trust Statute

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
Donlen Trust, Ltd.

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is March 27, 2001 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is U.S. Bank Trust National Association, 300 East Delaware Avenue, Wilmington, DE 19809-1515

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is CT Corporation System
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
The trust will serve as the nominee holder of legal title to vehicles and related leases, and activities in connection therewith.

8. The names and respective addresses of the directors and officers are: N/A This is a business trust.

	<u>Name</u>	<u>Address</u>
Director	<u>Donlen Corporation</u>	<u>2315 Sanders Rd., Northbrook, IL 60062</u>
Director		
President		
Vice President		
Treasurer		
Secretary		

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CORPORATIONS DIV.

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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>N/A, this entity is a business trust.</u>			

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>N/A, this entity is a business trust.</u>			

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ No real property.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ No real property.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is N/A % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ \$400,000.00.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ N/A.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is N/A % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 5/14/01

Donlen Trust

Print Exact Name of Corporation Making Application

By [Signature]

President or Vice President (check one)

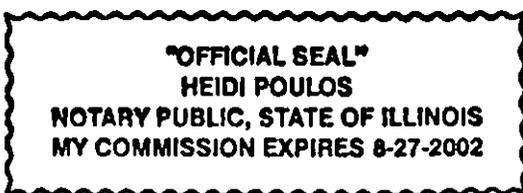
By Nancy Dudley Liece ^{AND}

Secretary or Assistant Secretary (check one)

STATE OF Illinois
 COUNTY OF Cook

In Northbrook, on this 14th day of May, 2001, personally appeared before me Eric R Jones, Nancy Dudley Liece who, being by me first duly sworn, declared that he/she is the Vice President, Assistant Sec of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Heidi Poulos
 Notary Public
 My Commission Expires: 8-27-2002



State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "DONLEN TRUST" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF BUSINESS TRUST REGISTRATION, FILED THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2001, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID BUSINESS TRUST.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1126496

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DATE: 05-10-01